

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:	)	
	)	
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	)	Case No. 09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i> ,	)	Chapter 11
	)	(Jointly Administered)
Debtors.	)	

**STIPULATION AND ORDER SETTING FORTH LIMITED MODIFICATION TO  
ENVIRONMENTAL RESPONSE TRUST  
CONSENT DECREE AND SETTLEMENT AGREEMENT  
AMONG  
THE ENVIRONMENTAL RESPONSE TRUST ADMINISTRATIVE TRUSTEE,  
THE UNITED STATES,  
THE STATES OF DELAWARE, ILLINOIS, INDIANA, KANSAS, MICHIGAN,  
MISSOURI, NEW JERSEY, NEW YORK, OHIO, WISCONSIN, COMMONWEALTH  
OF VIRGINIA, THE LOUISIANA DEPARTMENT OF ENVIRONMENTAL  
QUALITY, THE MASSACHUSETTS DEPARTMENT OF ENVIRONMENTAL  
PROTECTION, THE DEPARTMENT OF ENVIRONMENTAL PROTECTION OF  
THE COMMONWEALTH OF PENNSYLVANIA AND THE SAINT REGIS  
MOHAWK TRIBE**

WHEREAS, on March 29, 2011, the Court entered an order confirming the debtors' Plan of Liquidation and ("Confirmation Order") approving an Environmental Response Trust Consent Decree and Settlement Agreement (the "ERT Consent Decree") (*see* Dkt. No. 9941 ¶ 7 at 19-20 among the United States, fourteen states and/or state agencies, the St. Regis Mohawk Tribe, and Debtors, resolving, among other things, the dispositions of various properties that were then owned by Debtors and providing certain funding for environmental actions at many of those properties; and

WHEREAS, the ERT Consent Decree provided for the establishment of an environmental response trust, funded by the Debtors using funds (the "Trust Funding") that were provided to Debtors in part by the United States Department of Treasury as debtor-in-possession lender, that would hold title to certain properties that had been owned by Debtors, and whose purpose would be, among other things, to conduct, manage, and/or fund Environmental Actions in accordance with the provisions of the ERT Consent Decree; to carry out administrative and property management functions related to the properties and pay associated administrative costs; and to try to sell or transfer the properties (ERT Consent Decree ¶ 29 at 11-12); and

WHEREAS, the Court approved and appointed EPLET, LLC to serve as the Environmental Response Trust Administrative Trustee ("Administrative Trustee"), (Confirmation Order ¶ 7, at 20), and the Trust is now known as the Revitalizing Auto Communities Environmental Response Trust ("RACER Trust"); and

WHEREAS, the Debtors' confirmed Plan of Liquidation became effective on March 31, 2011, and pursuant to the terms of the Confirmation Order, the ERT Consent Decree

likewise became effective on that date and the Debtor-owned properties and Trust Funding were transferred to the RACER Trust; and

WHEREAS, RACER Trust's funding includes an "Administrative Funding Reserve Account" (Approval Order ¶ 7, at 20-21). The purpose of the Administrative Funding Reserve Account was to fund actual or projected shortfalls in the Administrative Funding Account identified by the Administrative Trustee prior to the third anniversary of the Effective Date, "strictly limited to unexpectedly high demolition costs and Property holding costs and unexpectedly low proceeds derived from rental of Properties or proceeds derived from the sale of Properties" (ERT Consent Decree ¶ 53, at 30); and

WHEREAS, the ERT Consent Decree further provides that "[a]ny funds remaining" in the Administrative Funding Reserve Account "shall" be returned to the United States Department of the Treasury "after the third anniversary of the Effective Date," *i.e.*, March 31, 2014; and

WHEREAS, Debtors have liquidated pursuant to the Plan of Liquidation and therefore cannot execute this stipulation, but Debtors' former counsel has informed the signatories hereto that they have no objection to the agreement stated herein;

WHEREAS, the parties to the ERT Consent Decree that still are in existence agree that the date on which funds are to be returned from the Administrative Funding Reserve Account to the United States Department of the Treasury should be delayed by one year; and

WHEREAS, the parties wish to avoid any potential disputes about the return of funds from the Administrative Funding Reserve Account to the United States Department of the Treasury by March 31, 2014, and therefore have agreed to delay by one year the date by which that amount is to be returned;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED that:

1. The third and sixteenth lines of Paragraph 53 of the ERT Consent Decree are hereby modified by changing the words “third anniversary” to “fourth anniversary.”
2. This stipulation may be signed in counterparts.
3. This stipulation does not otherwise change or alter in any respect the terms and conditions of the ERT Consent Decree.

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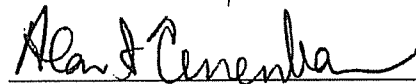
THE UNDERSIGNED PARTIES ENTER INTO THIS SETTLEMENT AGREEMENT

**FOR THE UNITED STATES**



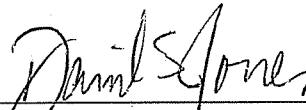
ROBERT G. DREHER  
Acting Assistant Attorney General  
Environment and Natural Resources  
Division  
U.S. Department of Justice

Date: 2/14/14



ALAN S. TENENBAUM  
National Bankruptcy Coordinator  
PATRICK CASEY  
Senior Counsel  
Environment and Natural Resources Division  
Environmental Enforcement Section  
U.S. Department of Justice

Date: 2/18/14



PREET BHARARA  
United States Attorney  
Southern District of New York  
By: David S. Jones  
Natalie N. Kuehler  
Assistant U.S. Attorneys

Date: 2/21/2014

CYNTHIA GILES  
Assistant Administrator  
Office of Enforcement and Compliance  
Assurance  
U.S. Environmental Protection Agency

THE UNDERSIGNED PARTIES ENTER INTO THIS SETTLEMENT AGREEMENT

**FOR THE UNITED STATES**

\_\_\_\_\_  
ROBERT G. DREHER  
Acting Assistant Attorney General  
Environment and Natural Resources  
Division  
U.S. Department of Justice


Date: \_\_\_\_\_

\_\_\_\_\_  
PREET BHARARA  
United States Attorney  
Southern District of New York  
By: David S. Jones  
Natalie N. Kuehler  
Assistant U.S. Attorneys

Date: \_\_\_\_\_

\_\_\_\_\_  
ALAN S. TENENBAUM  
National Bankruptcy Coordinator  
PATRICK CASEY  
Senior Counsel  
Environment and Natural Resources Division  
Environmental Enforcement Section  
U.S. Department of Justice

Date: \_\_\_\_\_

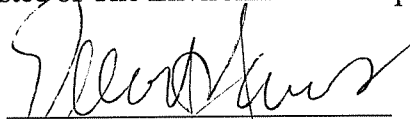
  
\_\_\_\_\_  
CYNTHIA GILES  
Assistant Administrator  
Office of Enforcement and Compliance  
Assurance  
U.S. Environmental Protection Agency

2/11/14

**FOR THE ENVIRONMENTAL RESPONSE TRUST ADMINISTRATIVE  
TRUSTEE**

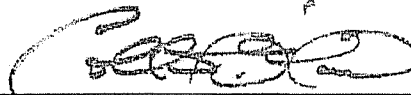
EPLET, LLC in its Representative Capacity as  
the Environmental Response Administrative  
Trustee of The Environmental Response Trust

Date: 2-5-14

By:   
Name: Elliott P. Laws  
Title: Managing Member

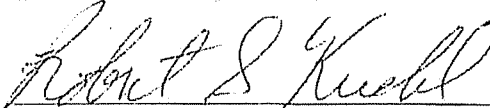
**FOR THE STATE OF DELAWARE**

Date: 3/14/14



Collin P. O'Mara, Secretary  
Delaware Department of Natural Resources  
and Environmental Control

Date: 3/18/14



Robert S. Kuehl  
Deputy Attorney General  
Delaware Department of Justice



**FOR THE STATE OF ILLINOIS AND THE ILLINOIS ENVIRONMENTAL  
PROTECTION AGENCY**

FOR THE STATE OF ILLINOIS

LISA MADIGAN, Attorney General of the State of Illinois

MATTHEW J. DUNN, Chief

Environmental Enforcement/Asbestos Litigation Division

Date: 2/18/14

  
GERALD T KARR

Supervising Attorney

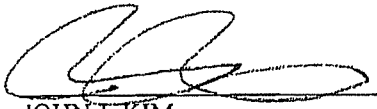
Environmental Bureau

69 West Washington Street, Suite 1800

Chicago, IL 60602

FOR THE ILLINOIS ENVIRONMENTAL PROTECTION  
AGENCY

Date: 2/18/14




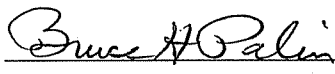
JOHN J. KIM

Chief Legal Counsel

**FOR THE STATE OF INDIANA**

Indiana Department of  
Environmental Management

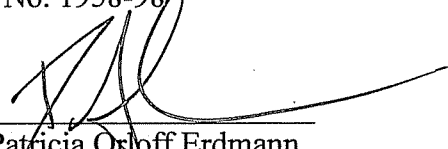
By:   
Thomas W. Easterly  
Commissioner

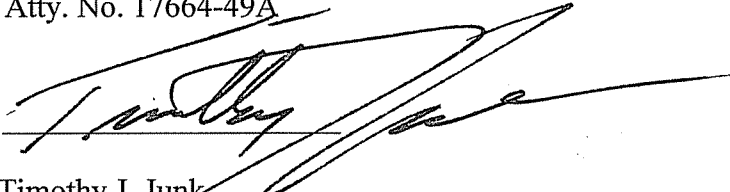
By:   
Bruce H. Palin,  
Assistant Commissioner  
Office of Land Quality  
Ind. Dept. of Environmental Mgmt  
100 North Senate Avenue

MC 50-01, ICGN 1301  
Indianapolis, IN 46204

Date: 2/10/14

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Indiana Government Center South, Fifth  
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302 West Washington Street  
Indianapolis, IN 46204

Date: February 11, 2014

**FOR THE STATE OF KANSAS**

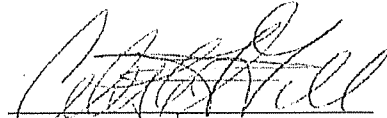
Date: 2/6/14

  
ROBERT MOSER, M.D.  
Secretary  
Kansas Department of  
Health and Environment

FOR THE STATE OF MICHIGAN

Date: \_\_\_\_\_

2/6/14



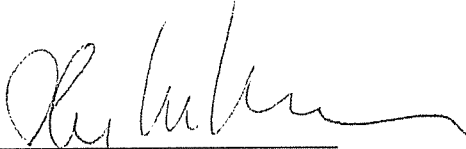
Bill Schuette  
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**FOR THE STATE OF MISSOURI**

Date:

1/28/14

  
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JOHN K. McMANUS

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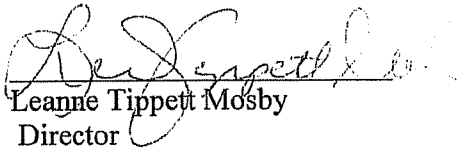
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Date:

1/23/14

  
Leanne Tippet Mosby

Director

Division of Environmental Quality

Missouri Department of Natural Resources

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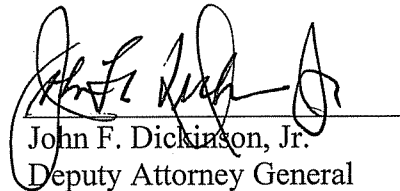
**FOR THE STATE OF NEW JERSEY**

JOHN J. HOFFMAN  
Acting Attorney General for  
the State of New Jersey

Date:

2/6/14

By:

  
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**FOR THE STATE OF NEW YORK**

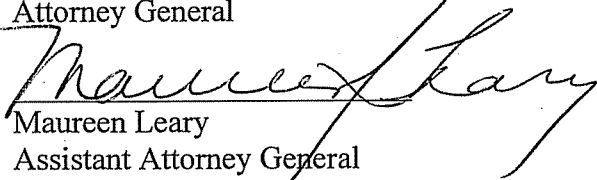
ERIC T. SCHNEIDERMAN

Attorney General

Date:

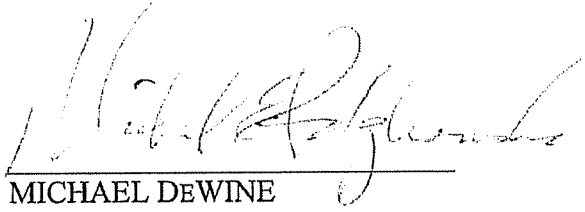
*February 6, 2014*

By:

  
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Assistant Attorney General  
Chief, Toxics Section  
NYS Department of Law  
Environmental Protection Bureau  
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**FOR THE STATE OF OHIO**

Date: 2/1/14



MICHAEL DEWINE  
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**FOR THE COMMONWEALTH OF VIRGINIA**

MARK R. HERRING  
ATTORNEY GENERAL

Date:

2/12/2014

By:



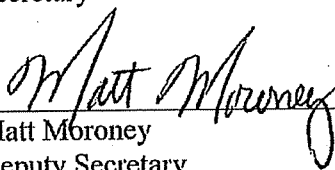
Jeremiah J. Jewett, III, VSB # 16674  
Senior Assistant Attorney General  
Environmental Section  
Office of the Attorney General of Virginia  
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jjewett@oag.state.va.us

**FOR THE STATE OF WISCONSIN**

Cathy Stepp  
Secretary

Date:

2/12/14

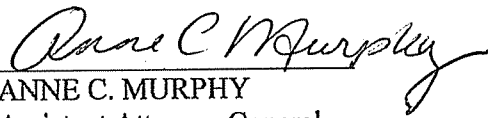
  
Matt Moroney  
Deputy Secretary  
Wisconsin Department of Natural Resources

Approved as to form:

J.B. VAN HOLLEN  
Attorney General

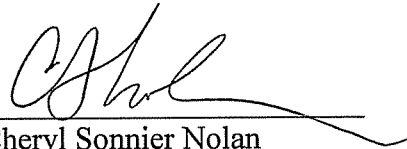
Date:

2/13/14

  
ANNE C. MURPHY  
Assistant Attorney General  
State Bar # 1031600  
Attorneys for the State of Wisconsin

**FOR THE LOUISIANA DEPARTMENT OF ENVIRONMENTAL  
QUALITY**

Date: 07 Feb 2014

A handwritten signature in black ink, appearing to read "CSNolan", written over a horizontal line.

Cheryl Sonnier Nolan  
Assistant Secretary  
Office of Environmental Services  
Louisiana Department of Environmental Quality

**FOR THE MASSACHUSETTS DEPARTMENT OF ENVIRONMENTAL  
PROTECTION**

MASSACHUSETTS DEPARTMENT OF  
ENVIRONMENTAL PROTECTION

By its attorney,

MARTHA COAKLEY,  
ATTORNEY GENERAL

Date:

2/7/14

By:

  
Carol Iancu, MA BBO # 635626

Assistant Attorney General

Environmental Protection Division

Massachusetts Office of the Attorney General

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Boston, MA 02108

(617) 963-2428

carol.iancu@state.ma.us

**FOR THE DEPARTMENT OF ENVIRONMENTAL PROTECTION OF THE  
COMMONWEALTH OF PENNSYLVANIA**

Date: \_\_\_\_\_

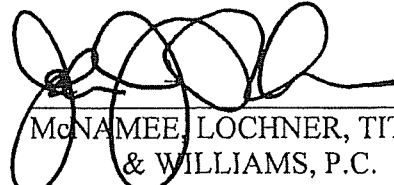
2/21/14



\_\_\_\_\_  
Dennis A. Whitaker  
Chief Counsel  
Office of Chief Counsel  
Rachel Carson State Office Building  
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Harrisburg, Pennsylvania 17101-2301

**FOR THE SAINT REGIS MOHAWK TRIBE**

Date: 02/07/14

  
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& WILLIAMS, P.C.  
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Jacob F. Lamme, Esq.  
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Fax: (518) 426-4260

SO ORDERED:

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United States Bankruptcy Judge

New York, NY  
March \_\_, 2014